



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



October 14, 2002

RECORDATION NO. 23397-A FILED

OCT 18 '02 5-38 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Locomotive Equipment Lease Amendment No. 1 dated as of August 1, 2002, between the following parties:

Lessee: Portland Bulk Terminals, L.L.C.
15550 N. Lombard
Portland, OR 97203

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, three (3) locomotives, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Locomotive Equipment Lease Amendment No. 1 dated as of August 1, 2002, related to three (3) locomotives bearing reporting marks JTPX 1613, 4509 & 8306.

Please file this as a secondary document as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 23397. The filing fee for this document in the amount of \$30.00 is included on check #20162. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

RECORDATION NO. 23397-A FILED

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MEMORANDUM OF SURFACE TRANSPORTATION BOARD
LOCOMOTIVE EQUIPMENT LEASE AMENDMENT NO. 1

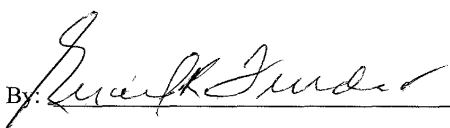
This **MEMORANDUM OF LOCOMOTIVE EQUIPMENT LEASE AMENDMENT NO. 1** ("Memorandum of Lease Amendment No. 1") entered into this 1st day of August, 2002, is intended to evidence the lease amendment dated as of May 1, 2002 (the "Lease Amendment No. 1"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **PORTLAND BULK TERMINAL, LLC**, an Oregon limited liability company ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the locomotives described in Exhibit A attached hereto (the "Unit"). Lessee is renting from Lessor the Unit at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment No. 1 on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

PORTLAND BULK TERMINAL, LLC

By: 

By: 

Name: Paul G. Jantsch

Name: Gerald R. Tincher

Title: President

Title: Director, Terminal Operations

Date: August 1, 2002

Date: August 22, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 1st day of August, 2002, , by
Paul G. Jantsch , the President of Joseph Transportation Services, Inc., a
Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Oregon)
) SS:
COUNTY OF Multnomah)

The foregoing instrument was acknowledged before me this 22nd day of August , 2002, by
Gerald R. Tinch , the Director, Terminal Ops of Portland Bulk Terminal, LLC, an Oregon
limited liability company, on behalf of the company.

Shannon R. Williams
Notary Public

My Commission expires:

April 12, 2004

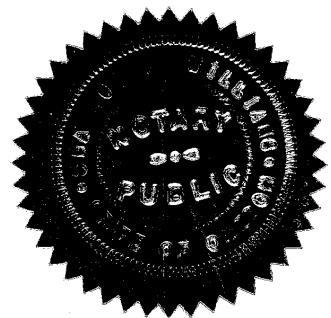


EXHIBIT A

To the Memorandum of Lease Amendment No. 1 dated August 1, 2002, between Joseph Transportation Services, Inc. and Portland Bulk Terminal, LLC.

DESCRIPTION OF UNITS

Three (3) locomotives bearing the reporting marks: JTPX 1613, JTPX 4509 and JTPX 8306.

CERTIFICATE

The undersigned, Julie M. Woodard notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires
September 24, 2007